



**Articles of Incorporation
of
The Fresh Coast Foundation, Inc.**

For the purpose of forming a corporation under the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes, the undersigned adopts the following Articles of Incorporation.

**Article 1
Name**

The name of the Corporation is the Fresh Coast Foundation, Inc. (the “Corporation”).

**Article 2
Purposes**

The Corporation is organized and operated exclusively for charitable, educational and scientific purposes; to engage in activities related to the aforementioned purposes; to invest in, receive, hold, use, and dispose of property as may be necessary or desirable to carry into effect the aforementioned purposes; provided, however, that all of the above purposes are within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law.

**Article 3
Powers**

The corporation shall have all powers now or in the future given by law to nonstock corporations organized under the laws of Wisconsin; provided, however, that such powers may be exercised only to further the purposes stated in Article 2 above, and further provide that:

- 1) No part of the net earnings of the Corporation shall inure to the benefit of any private individual, except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its purposes stated in Article 2 above;
- 2) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.
- 3) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; and



- 4) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

At any time when the Corporation is or becomes a “private foundation” within the meaning of Section 509(a) of the Internal Revenue Code and Section 181.0320 of the Wisconsin Statutes, the following additional limitations on the Corporation’s activities shall apply:

- 1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.
- 2) The Corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code.
- 3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.
- 4) The Corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Internal Revenue Code.
- 5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article 4 Members

The Corporation shall have no members.

Article 5 Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the initial board shall be three (3); thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws; but the number of Directors shall not be less than three. The initial Directors shall serve until their successors are elected pursuant to the Bylaws of the Corporation

An action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action is signed by at least two-thirds of the Directors then in office.



Article 6 Dissolution and Liquidation

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Wisconsin Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and not distribution of property owned by the Corporation shall be declared or paid to any private individual.

Upon the dissolution of the Corporation, the Board of Directors shall,

- 1) after paying or making provision for the payment of all of the liabilities of the Corporation,
- 2) dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, as the Board of Directors shall determine.

Article 7 Amendment

These articles may be amended in the manner now or hereafter provided in the Wisconsin Statutes.

Article 8 Miscellaneous

The principal office of the Corporation is in Milwaukee and its mailing address is:
[REDACTED].

The name and address of the Registered Agent of the Corporation are:
Luca Hickman: [REDACTED].

The names and addresses of the persons constituting the initial Board of Directors are:

1. Luca Hickman: [REDACTED];
2. Michael Bubolz: [REDACTED];
3. Jamie Sammon: [REDACTED].

The name and address of the incorporator are:
Luca Hickman, [REDACTED]. Incorporation
was completed in [REDACTED], [REDACTED].



These articles shall be recorded in Dane County, Wisconsin.

Article 9
Permitted Distributions

The Bylaws of the Corporation may provide that the Corporation is authorized to make distributions under Section 181.1302(3) of the Wisconsin Statutes.

IN WITNESS WHEREOF, I execute these Articles in duplicate this Fifth day of June, 2012 in
[REDACTED], [REDACTED].

This instrument was prepared by and after recording is to be returned to:
Mr. Luca Hickman: [REDACTED].